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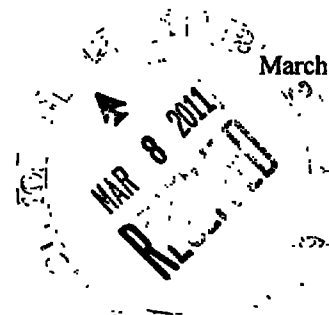
SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

March 3, 2011

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Notice of Memorandum of Partial Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Notice of Memorandum of Partial Lease Termination dated March 3, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such lease Equipment which was duly filed at the Surface Transportation Board on November 25, 2002 at 8:20 a.m. under Recordation Number 24003-A.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018 USA

Lessee: Genesee & Wyoming Canada Inc.
6700 Ave Du Parc
Bureau 110
Montreal, QC H2V 4H9 CANADA

The enclosed document is for forty five (45) box cars, (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: Notice of Memorandum of Partial Lease Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(GERO05, 011, 016)

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NOTICE OF MEMORANDUM OF PARTIAL LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS NOTICE OF MEMORANDUM OF PARTIAL LEASE TERMINATION (the "Memorandum") dated as of March 3, 2011 is made by the Montreal branch of First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of March 6, 1998, (collectively, the "Lease"), between Lessor and Genesee & Wyoming Canada Inc., as successor in interest to Genesee Rail-One (the "Lessee"), a Canadian corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into certain Memorandum of Lease, evidencing the above-described Lease of such Equipment, which were filed at the Surface Transportation Board on November 25, 2002 at 8:20 a.m. with recordation number 24003-A and with the Registrar General of Canada on January 2, 2002 at 9:01 a.m. and on November 20, 2002 at 11:05 a.m..

WHEREAS, certain Equipment has been released and is no longer covered under the Lease; and,

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memorandum of Lease filed with the Surface Transportation Board, and Registrar General of Canada have been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Notice of Partial Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

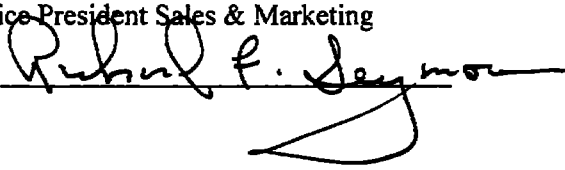
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

Signature: 

**EXHIBIT A
TO
PARTIAL MEMORANDUM OF LEASE TERMINATION**

NUMBER OF CARS: Forty-five (45)

DESCRIPTION OF CARS: 10' Plug Door, 60' 9" length, 286,000 GRL, 103-ton Plate F Box Cars

CAR NUMBERS:

NOKL 600000	NOKL 600019	NOKL 600035
NOKL 600001	NOKL 600020	NOKL 600036
NOKL 600002	NOKL 600021	NOKL 600037
NOKL 600003	NOKL 600022	NOKL 600038
NOKL 600004	NOKL 600023	NOKL 600039
NOKL 600005	NOKL 600024	NOKL 600040
NOKL 600006	NOKL 600025	NOKL 600041
NOKL 600008	NOKL 600026	NOKL 600042
NOKL 600010	NOKL 600027	NOKL 600043
NOKL 600012	NOKL 600029	NOKL 600044
NOKL 600013	NOKL 600030	NOKL 600045
NOKL 600014	NOKL 600031	NOKL 600046
NOKL 600015	NOKL 600032	NOKL 600047
NOKL 600017	NOKL 600033	NOKL 600048
NOKL 600018	NOKL 600034	NOKL 600049